

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
Laurel A. Swope	205-250-8383
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
Laurel A. Swope Baker, Donelson, Bearman, Caldwell & Berkowitz A Professional Corporation 420 20th Street North, Suite 1600 Birmingham, AL 35203	

Alabama
Sec. Of StateB 07-0892276 FS
Date 10/25/2007
Time 16:07
1 Pg

File	\$20.00
Exp	\$0.00
Ackn	\$0.00
Form	\$0.00
Total	\$20.00

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
OR				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
Ellis	Frank	P.	IV	
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
1230 I-65 Service Road North		Mobile	AL	36617
				COUNTRY
				USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE or ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
Wolf Pup, Inc.				
OR				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
301 19th Street North		Birmingham	AL	35203
				COUNTRY
				USA

4. This FINANCING STATEMENT covers the following collateral:

All membership interests in Character Counts, LLC, an Alabama limited liability company, now or hereafter owned by Debtor, including, without limitation, the eighty percent (80%) membership interest in Character Counts, LLC owned by Debtor on the date of filing of this UCC financing statement, and all proceeds thereof, and all cash, securities or other property at any time and from time to time receivable or otherwise distributed in respect of or in exchange for any or all of such membership interests.

5. ALTERNATIVE DESIGNATION (if applicable)	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOB	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. [This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)		<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			

Alabama Secretary of State

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

PLAINTIFF'S
EXHIBIT

tabbles

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Laurel A. Swope 205-250-8383

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Laurel A. Swope
 Baker, Donelson, Bearman, Caldwell & Berkowitz
 A Professional Corporation
 420 20th Street North, Suite 1600
 Birmingham, AL 35203

Alabama
 Sec. Of State
 B 07-0892202 FS
 Date 10/25/2007
 Time 16:08 1 PM
 File \$20.00
 Expn \$0.00
 Ackn \$0.00
 Form \$0.00
 Total \$20.00
 04/096

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1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
Raley		Joseph	Scott	
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
P. O. Box 2077		Gulf Shores	AL	36547 USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
Wolf Pup, Inc.				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
301 19th Street North		Birmingham	AL	35203 USA

4. This FINANCING STATEMENT covers the following collateral:

All membership interests in Character Counts, LLC, an Alabama limited liability company, now or hereafter owned by Debtor, including, without limitation, the twenty percent (20%) membership interest in Character Counts, LLC owned by Debtor on the date of filing of this UCC financing statement, and all proceeds thereof, and all cash, securities or other property at any time and from time to time receivable or otherwise distributed in respect of or in exchange for any or all of such membership interests.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOB	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. [This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)	8. All Debtors	Debtor 1	Debtor 2		

Alabama Secretary of State